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*Counsel for the Official Committee of Equity Security Holders of  
USA Capital First Trust Deed Fund, LLC*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re: ) BK-S-06-10725-LBR  
USA COMMERCIAL MORTGAGE COMPANY ) Chapter 11  
Debtor )

In re: ) BK-S-06-10726-LBR  
USA CAPITAL REALTY ADVISORS, LLC, ) Chapter 11  
Debtor )

In re: ) BK-S-06-10727-LBR  
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, ) Chapter 11  
Debtor )

In re: ) BK-S-06-10728-LBR  
USA CAPITAL FIRST TRUST DEED FUND, LLC, ) Chapter 11  
Debtor. )

In re: ) BK-S-06-10729-LBR  
USA SECURITIES, LLC, ) Chapter 11  
Debtor. )

Affects )  
☐ All Debtors )  
☐ USA Commercial Mortgage Co. )  
☐ USA Securities, LLC ) Date: September 28, 2006  
☐ USA Capital Realty Advisors, LLC ) Time: 9:30 a.m.  
☐ USA Capital Diversified Trust Deed )  
☒ USA First Trust Deed Fund, LLC )

**DECLARATION OF SHLOMO S. SHERMAN, ESQ. IN SUPPORT OF APPLICATION FOR  
ORDER SHORTENING TIME ON MOTION BY THE OFFICIAL COMMITTEE OF  
EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST TRUST DEED FUND LLC TO  
COMPEL THE CONFIDENTIAL DISCLOSURE OF USA CAPITAL FIRST TRUST DEED  
FUND LLC'S MEMBER LIST**

1 I, Shlomo S. Sherman, Esq., hereby declare and state as follows:

2 1. The following facts are personally known to me and if called to testify thereto,  
3 I could and would do so under oath.

4 2. I make this declaration in support of the Application for Order Shortening  
5 Time on Motion to Compel the Confidential Disclosure of USA Capital First Trust Deed  
6 Fund LLC's Member List (the "Motion").

7 3. The above-captioned debtors filed bankruptcy on April 13, 2006.

8 4. On May 10, 2006, the United States Trustee appointed the Official Committee  
9 of Equity Security Holders of USA Capital First Trust Deed Fund, LLC (the "FTDF  
10 Committee"), to represent the interests of the members of that entity (the "Members")  
11 throughout the administration of the estate.

12 5. On August 31, 2006, the Court set November 13, 2006, as the bar date for  
13 filing timely proofs of claim or interest (the "Claims Bar Date").

14 6. The FTDF Committee has worked with the Debtors' in formulating procedures  
15 and preparing instructions for all lenders and creditors to file timely proofs of claim, and for  
16 Members in either USA Capital First Trust Deed Fund LLC ("FTDF") or in USA Capital  
17 Diversified Trust Deed Fund LLC ("Diversified") to file timely proofs of interest.

18 7. In order for the FTDF Committee to provide meaningful oversight to the  
19 Debtors' treatment and scheduling of the FTDF Members' Interests, the FTDF Committee has  
20 made repeated requests for access to the FTDF's list of Members, as well as of their  
21 respective Interests in the FTDF (the "Member List").

22 8. The Debtors, however, insist that the Member List is confidential, and may not  
23 be disclosed even to the FTDF Committee.

1           9.       With the Claims Bar Date rapidly approaching, the FTDF Committee's access  
2 to the FTDF Member List has become an urgent matter.

3           10.      For these and other reasons, it would be beneficial to the FTDF Members to  
4 have the aforementioned Motion heard on shortened time.

5           DATED this 14<sup>th</sup> day of September, 2006.

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7  
8                               SHEA & CARLYON, LTD.

9                               

10                              JAMES PATRICK SHEA  
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15                              and

16                              STUTMAN, TREISTER & GLATT, P.C.  
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